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TTAB

I hereby certify that on the date specified below, this correspondence is being deposited with the United States Postal Service as first-class mail in an envelope addressed to Trademark Trial and Appeal Board, Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3514.

1/28/04
Date

Ross Merritt
Ross Merritt

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

MICROSOFT CORPORATION,)	OPPOSITION NO. 91/154,797
)	
Opposer,)	Serial No. 76/156,933
)	
v.)	
)	
VALVERDE INVESTMENTS, INC.,)	Docket No. 669005.828
)	
Applicant.)	
)	



02-02-2004
U.S. Patent & TMO/TM Mail Rcpt Dt. #22

Trademark Trial and Appeal Board
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514

STIPULATED PROTECTIVE ORDER

Each party believes that certain answers to interrogatories or to questions posed during depositions in discovery or during the testimony period, and certain of its documents which may be requested by the other party, contain trade secrets or other confidential research, development, or commercial information within the meaning of Rule 26(c) of the Federal Rules of Civil Procedure.

Each party believes that it would serve the interests of the parties to conduct discovery under a protective order pursuant to Rule 26(c) of the Federal Rules of Civil Procedure.

Thus the parties, through their undersigned attorneys, stipulate to entry of the following:

1. Categories of "Confidential Matter"

For the purpose of this order, there shall be two categories of "Confidential Matter."

(A) "Confidential—Attorneys Eyes Only" shall consist of sensitive proprietary information, the disclosure of which to the opposing party might cause the receiving party to obtain beneficial knowledge of proprietary information and thereby gain a competitive advantage, provided such information has not previously been disclosed to any third party, unless such disclosure was made in a confidential manner.

(B) "Confidential Matter" shall include other confidential or proprietary information that may be disclosed to the parties but which has not previously been disclosed to any third party unless such disclosure was made in a confidential manner.

2. Designation of Information Produced

(A) Any documents or things deemed confidential by the Producing Party shall be clearly and prominently marked or stamped as "Confidential—Attorneys Eyes Only," "Confidential," or with a comparable notice. Stamping or marking material "Confidential" or "Confidential—Attorneys Eyes Only" shall constitute certification by the designating party that it believes that good cause exists to designate the material confidential pursuant to this Protective Order. At the request of the Producing Party, all documents produced for inspection shall initially be treated as constituting "Confidential—Attorneys Eyes Only" matter. After the party inspecting the documents has indicated the documents to be copied, and before copies are released, the Producing Party shall have a reasonable time to review the copied documents and to mark those which are considered to contain "Confidential Matter" under either category of confidentiality as set forth above.

(B) With respect to deposition testimony or trial testimony (hereinafter referred to as "deposition testimony") that constitutes or refers to confidential information of either category:

(i) If the designation is made during the deposition, the pages of the deposition transcript that contain such confidential information, and any confidential information attached as a deposition exhibit, shall be bound separately and bear the notation "Confidential Information -- Subject to a Protective Order" or shall be otherwise appropriately marked by the parties. If the testimony is designated "Confidential—Attorneys Eyes Only" that shall be indicated on the cover.

(ii) For a period ending twenty (20) days after the transcript becomes available to the parties' attorneys, the entire deposition transcript shall be treated as constituting "Confidential—Attorneys Eyes Only." During that twenty (20) day period any party may designate portions of the testimony as "Confidential Matter" or "Confidential—Attorneys Eyes Only." The designation shall be accomplished by a letter to the other party listing the pages and exhibits constituting confidential information including the category of confidentiality. The pages of the transcript which contain confidential information and the numbers (but not the descriptions) of the confidential deposition exhibits may be appropriately noted on the front of the deposition transcript and the entire transcript shall be marked as confidential; however, only those portions of the transcript and exhibits noted on the front of the transcript need be treated as "Confidential Matter" or as "Confidential—Attorneys Eyes Only," as appropriate.

(C) Any party may contest the designation of any document or information as containing "Confidential Matter" or "Confidential—Attorneys Eyes Only" within twenty (20) days of the designation and the parties shall confer in good faith to resolve any such disagreements. The Trademark Trial and Appeal Board ("TTAB") shall determine any unresolved disputes using the same standards as if the Producing Party had applied for a Protective Order under Federal Rule of Civil Procedure 26(c).

3. Disclosure of "Confidential Matter"

(A) Documents, things, and information designated as "Confidential—Attorneys Eyes Only" shall not be disclosed, except by the prior written consent of the Producing Party or pursuant to a further order of the TTAB, to any person other than:

(i) the parties' outside attorneys and the attorneys' employees and associates involved in the conduct of this action;

(ii) inside attorneys and employees of the parties' intellectual property and legal departments involved in the conduct of this action;

(iii) experts and consultants and their support personnel, excluding parties or their present or former officers, agents or employees, retained by the attorneys for either party solely for purposes of assisting in this litigation, provided that prior to disclosure to such expert or consultant the Receiving Party gives the Producing Party ten (10) days written notice of the name of the proposed expert, a copy of his or her resume or curriculum vita, and a statement of the types of confidential material that the proposed expert will review . (If during that ten (10) day period the Producing Party moves for a Protective Order preventing disclosure, the Receiving Party shall not disclose such information until that motion has been decided);

(iv) the authors, addressees and copy recipients (from the Producing Party) of confidential documents, including but not limited to the Producing Party's present and former employees, agents, consultants and attorneys;

(v) certified court reporters taking testimony involving such confidential documents;

(vi) the TTAB, provided that any document which contains or refers to "Confidential Matter" shall be filed under seal in envelopes prominently marked with the caption of this case and the following notation:

THIS DOCUMENT IS FILED UNDER SEAL PURSUANT TO A
PROTECTIVE ORDER AND IT CONTAINS CONFIDENTIAL
INFORMATION TO BE OPENED ONLY AS DIRECTED BY THE
TTAB.

(B) Documents containing "Confidential Matter" shall not be disclosed, except by the prior written consent of the Producing Party or pursuant to further order of the TTAB, to any person other than:

(i) the parties, the parties' attorneys and the attorneys' employees and associates involved in this action;

(ii) experts and consultants (including their support personnel) retained by the attorneys for any party solely for purposes of assisting in this litigation provided that prior to disclosure to such expert or consultant the Receiving Party gives the Producing Party ten (10) days written notice of the name of the proposed expert, a copy of his or her resume or curriculum vita, and a statement of the types of confidential material that the proposed expert will review. (If during that ten (10) day period the Producing Party moves for a protective order preventing disclosure, the Receiving Party shall not disclose such information until that motion has been decided);

(iii) any officer, agent, or employee of the Producing Party;

(iv) the authors, addressees and copy recipients (from the Producing Party) of confidential documents, including but not limited to the Producing Party's present and former employees, agents, consultants and attorneys;

(v) certified court reporters taking testimony involving such confidential documents;

(vi) the TTAB, provided that any document which contains or refers to "Confidential Matter" shall be filed under seal in envelopes prominently marked with the caption of this case and the following notation:

THIS DOCUMENT IS FILED UNDER SEAL PURSUANT TO A
PROTECTIVE ORDER AND IT CONTAINS CONFIDENTIAL
INFORMATION TO BE OPENED ONLY AS DIRECTED BY THE
TTAB.

(C) No disclosure of any confidential documents, things or information shall be made to any person, pursuant to subsections 3(A)(iii) or (B)(ii), unless the person to whom disclosure is to be made has signed, prior to any disclosure of confidential information, an undertaking in the form attached hereto as Appendix A.

(D) Any confidential documents, things and information made available during the course of this action shall be used solely for the purposes of this action and shall not be disclosed or used for any business, commercial or competitive purpose whatever.

(E) Nothing in this Stipulated Protective Order shall limit any party or person in the use of its own documents, things or information for any purpose or from disclosing its own confidential documents, things or information to any person or from consenting to the disclosure of its own confidential documents by the other party.

(F) Nothing in this Stipulated Protective Order shall restrict a qualified recipient from making working copies, abstracts, digests and analyses of such information for use in connection with this action, and such working copies, abstracts, digests and analyses shall be deemed to have the same level of protection under the terms of this order. Further, nothing herein shall restrict a qualified recipient from converting or translating such information into machine-readable form for incorporation in a data retrieval system used in connection with this action, provided that access to such information, in whatever form stored or reproduced, shall be limited to qualified recipients.

4. Right to Further Relief

Nothing in this Protective Order shall abridge the right of any party or person to seek review from the TTAB or other judicial review or relief to seek a modification or amendment of this Order.

5. Amendment

This Protective Order may be amended without leave of the TTAB by agreement of the parties' attorneys in the form of a written stipulation filed with the TTAB.

6. Right to Assert Other Objections

This Protective Order shall not be construed as waiving any right to assert a claim of privilege, relevance, or other grounds for not producing discovery material called for.

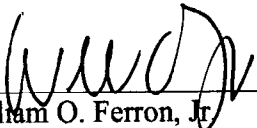
7. Return of Confidential Matter

At the conclusion of this action, all confidential documents, things, information, and all copies of confidential documents or any summaries, memoranda or other records containing such information, shall be destroyed or returned to counsel for the producing party; counsel for each party shall provide a certificate reflecting such disposition.

STIPULATED TO BY:

SEED Intellectual Property Law Group PLLC

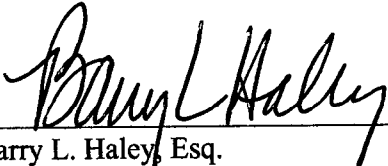
1-28-04
Date



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MICROSOFT CORPORATION

MALIN, HALEY & DiMAGGIO, P.A.

1-16-04
Date



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Fort Lauderdale, Florida 33316
Facsimile (202) 342-8451
Attorneys for Applicant
VALVERDE INVESTMENTS, INC.

AGREED TO BY:

MICROSOFT CORPORATION
Opposer

1/28/2004
Date

By: Pamela A. Kilby
Pamela A. Kilby, Senior Attorney
[Print or type name and title]

VALVERDE INVESTMENTS, INC.
Applicant

1/16/04
Date

By: [Signature]
Fernando Valverde, President
[Print or type name and title]

AGREED TO BY:

MICROSOFT CORPORATION
Opposer

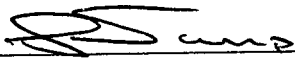
Date

By: _____

[Print or type name and title]

VALVERDE INVESTMENTS, INC.
Applicant

1/16/04
Date

By:  _____

Fernando Valverde, President
[Print or type name and title]

APPENDIX A

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

MICROSOFT CORPORATION,)	
)	OPPOSITION NO. 91/154,797
Opposer,)	
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_____)	

Trademark Trial and Appeal Board
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514

UNDERTAKING OF _____

STATE OF _____)

COUNTY OF _____)

ss

I, _____, being duly
sworn, state that:

1. My address is _____

2. My employer is _____

3. My present occupation or job description is _____

4. I have reviewed a copy of the Protective Order in this case entered by the Trademark Trial and Appeal Board on _____.

5. I have carefully read and understand the provisions of the Protective Order.

6. I will comply with all of the provisions of the Protective Order.

7. I will hold in confidence and not disclose to anyone not qualified under the Protective Order, any confidential matter or any words, substances, summaries, abstracts or indices of confidential matter disclosed to me.

8. I will return all confidential matter and summaries, abstracts and indices thereof, and copies thereof, which come into my possession, and documents or things which I have prepared relating thereto, to counsel for the party by whom I am employed or retained.

9. I hereby submit to the jurisdiction of the Trademark Trial and Appeal Board for the purpose of enforcement of the Protective Order in this case.

Signature

Subscribed and sworn to before me this _____ day of _____, 200__.

Notary Public

My commission expires _____

429825_1.DOC

CERTIFICATE OF SERVICE

I, Ross Merritt, hereby certify that on January 28, 2004, the above **STIPULATED PROTECTIVE ORDER** was served on Applicant's counsel by depositing the same with the U.S. Postal Service, first-class postage prepaid, addressed as follows:

Barry L. Haley, Esq.
MALIN, HALEY & DiMAGGIO, P.A.
1936 S. Andrews Avenue
Fort Lauderdale, Florida 33316



Ross Merritt